



Sumatra Copper & Gold plc

Registered number 5777015 (England and Wales)

ABN 14 136 694 267 (Australia)

Notice of Annual General Meeting and Explanatory Statement

**Annual General Meeting to be held at
the offices of Sumatra Copper & Gold plc
Level 1, 5 Ord Street,
West Perth, Western Australia**

On Thursday, 26 May 2016 at 10.00am (WST)

The Notice of Annual General Meeting, Explanatory Statement, CDI Voting Instruction Form and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

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Key dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and the dates are subject to possible change.

Event	Date
Last day for receipt of CDI Voting Instruction Forms ¹	23 May 2016
Snapshot date for eligibility to vote	24 May 2016
Last day for receipt of Proxy Forms ²	24 May 2016
Annual General Meeting	26 May 2016

¹ CDI Voting Instruction Forms received after 10.00am (WST) on this date will be disregarded.

² Proxy Forms received after 10.00am (WST) on this date will be disregarded.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Sumatra Copper & Gold plc (registered number 5777015 in England and Wales and ABN 14 136 694 267 in Australia) (**Sumatra** or **Company**) will be held at the offices of Sumatra Copper & Gold plc Level 1, 5 Ord Street, West Perth, Western Australia at 10.00am (WST) on Thursday, 26 May 2016.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

Agenda

Resolution 1 – Receipt of Financial Statements and Reports

To consider, and if thought fit, to pass the following resolution as an **ordinary** resolution:

“That the Company’s audited financial statements, Directors’ report and Auditor’s report for the financial year ended 31 December 2015 be received.”

Resolution 2 – Re-election of Mr Stephen Robinson as a Director

To consider, and if thought fit, to pass the following resolution as an **ordinary** resolution:

“That for the purposes of article 37.2 of the Company’s Articles of Association, Mr Stephen Robinson, being a Director who retires by rotation in accordance with article 37.2 and, being eligible, offers himself for re-election, be re-elected as a Director.”

Resolution 3 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

“That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders hereby approve the issue of Equity Securities (within the meaning of the Listing Rules) equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period in accordance with the requirements of Listing Rule 7.1A.2, on the terms and conditions described in the Explanatory Statement.”

ASX voting exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit except a benefit solely in the capacity of a holder of Shares if this Resolution is passed and any Associates of those persons. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 4 - Authority to Allot

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

“That, in substitution for all previous like authorities which are hereby revoked and replaced (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to a maximum aggregate nominal amount of £5,500,000.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company to be held in 2017, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of an such offer or agreement as if the authority conferred hereby had not expired.”

Resolution 5 - Disapplication of Pre-emption Rights

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

“That, subject to the passing of Resolution 4, and in substitution for all previous like authorities which are hereby revoked and replaced (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act to allot equity securities (within the meaning of Section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 10 as if Section 561(1) of the Companies Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £5,500,000 and shall expire at the conclusion of the annual general meeting of the Company to be held in 2017 save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired”.

By order of the Board



Susan Hunter
Joint Company Secretary
29 April 2016

Proxy Appointment, Voting and Meeting Instructions

Appointment of a proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder of the Company.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Annual General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on +61 8 6298 6200 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by 10.00am WST on 24 May 2016 being not later than 48 hours before the commencement of the Annual General Meeting. Any Proxy Form received after that time will not be valid for the scheduled Annual General Meeting.

CDI voting

Holders of CDIs are invited to attend and speak at the Meeting but are not entitled to vote personally at the Meeting. In order to have votes cast at the Meeting on their behalf, CDI Holders must complete, sign and return the CDI Voting Instruction Form so that CHESSE Depository Nominees Pty Ltd can vote the underlying Shares on their behalf.

One CDI is equivalent to one Share and so each CDI held at 23 May 2016 entitles its holder to direct one vote.

The CDI Voting Instruction Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by 10.00am WST on 23 May 2016 being not later than 72 hours before the commencement of the Annual General Meeting. Any CDI Voting Instruction Form received after that time will not be valid for the scheduled Annual General Meeting.

Where the holding of CDIs is in more than one name, all the CDI Holders must sign the CDI Voting Instruction Form.

To obtain a copy of the CHESSE Depository Nominee's Financial Services Guide, go to http://www.asx.com.au/documents/settlement/CHESSE_Depository_Interests.pdf.

Lodgement of CDI Voting Instruction Forms

CDI Voting Instruction Forms may be lodged in one of the following ways:

- a) Online: at www.investorvote.com.au.
- b) Mobile: scan the QR Code on the CDI Voting Instruction Form and follow the prompts.
- c) By mail: complete and sign the CDI Voting Instruction Form and return to:

Computershare Investor Services Pty Limited

GPO Box 242, Melbourne VIC 3001 Australia.
- d) By Fax: complete and sign the CDI Voting Instruction Form and fax to:

Inside Australia 1800 783 447

Outside Australia +61 3 9473 2555.
- e) Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

CDI Voting Instruction Forms (and any power of attorney or other authority, if any, under which it is signed) must be received by 10.00am WST on 23 May 2016 being not later than 72 hours before the commencement of the Annual General Meeting. CDI Voting Instruction Forms received later than this time will be invalid.

Lodgement of Proxy Forms

Proxy Forms may be lodged:

- a) By mail: 39 Parkside, Cambridge CB1 1PN United Kingdom; or
- b) By Fax: +61 8 9323 2033; or
- c) By hand delivery: to Computershare Investor Services Pty Limited, Level 11, 172 St Georges Terrace, Perth WA 6000.

Proxy Forms must be received by the Company not later than 10.00am (WST) on 24 May 2016 being not later than 48 hours before the commencement of the General Meeting. Proxy Forms received later than this time will be invalid.

Votes on Resolutions

You may direct your proxy how to vote on a Resolution by placing a mark in one of the boxes opposite the Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Chairman voting undirected proxies

The Chairman will vote undirected proxies on, and in favour of, all of the proposed resolutions.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Annual General Meeting, Shares and CDIs will be taken to be held by the persons who are registered as holding the Shares or CDIs at 10.00am WST on 24 May 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Questions from Shareholders

At the Annual General Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

Mr Scott Knight of BDO, as the auditor responsible for preparing the auditor's report for the year ended 31 December 2015 (or his representative) will attend the Annual General Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than 5.00pm WST on 24 May 2016:

By post or hand: 39 Parkside, Cambridge CB1 1PN United Kingdom

By email: sumatrareception@scgplc.com

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary. All amounts referred to in this Explanatory Statement are in Australian dollars unless specified otherwise.

1. Resolution 1 – Receipt of Financial Statements and Reports

The Company's audited financial statements, Directors' report and Auditor's report for the financial year ended 31 December 2015 have been mailed to Shareholders, together with this Explanatory Statement. The Company's financial statements are also available on its website (www.sumatracoppergold.com) and on the ASX website (www.asx.com.au).

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments about the financial statements and reports. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

2. Resolution 2 – Re-election of Mr Stephen Robinson as a Director

In accordance with the Listing Rules and article 37 of the Articles of Association, at every Annual General Meeting, one third of the Directors, excluding the Managing Director, must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment; or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Mr Robinson retires by rotation and offers himself for re-election as a Director.

Mr Robinson was appointed as a Non-executive Director on 8 July 2013 and was appointed Chairman of the Board on 23 August 2013. He was last elected by Shareholders at the annual general meeting held on 30 May 2014

Mr Robinson is an experienced Australian mining executive and a Rhodes Scholar. He is a Director of independent corporate advisory firm Lincoln Capital Pty Ltd and has extensive international experience at senior executive levels within the mining industry. He was previously a Director of Barrick (Australia Pacific) Limited, a Non-executive Director of Bulletin Resources Ltd and Orrex Resources Ltd, Group Manager Planning with the leading Australian mineral sands producer Iluka Resources Ltd and a senior manager in the gold business unit at WMC Resources Ltd.

Mr Robinson is the Chair of the Company's Remuneration and Nomination Committee and a member of the Company's Audit and Risk Committee.

Directors' recommendation

The Directors (other than Mr Robinson) recommend that Shareholders vote in favour of the re-election of Mr Robinson.

3. Resolution 3 – Approval of 10% Placement Facility

3.1 General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The Company intends to use the funds raised under the 10% Placement Facility for exploration and development of projects in Sumatra including at the Company's Tembang Gold-Silver mine ("Tembang"), regional exploration, to assess and progress potential new opportunities and/or for general working capital.

3.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Security

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded in that class immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of this Annual General Meeting and expires on the earlier to occur of:

- (i) the date that is 12 months after this Meeting; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

3.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

3.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP of the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded in that class immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of the consideration for the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule

7.1A(2) as at the date of this Notice. The formula in Listing Rule 7.1A(2) is outlined in Section 6.2(c) above.

The table also shows:

- (i) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.0275 50% decrease in Issue Price	\$0.055 Issue Price	\$0.0825 50% increase in Issue Price
Current Variable A 708,402,182 Shares	10% Voting Dilution	70,840,218 Shares	70,840,218 Shares	70,840,218 Shares
	Funds Raised	\$1,948,106.00	\$3,896,211.99	\$5,844,317.99
50% increase in current Variable A 1,062,603,273 Shares	10% Voting Dilution	106,260,327 Shares	106,260,327 Shares	106,260,327 Shares
	Funds Raised	\$2,922,158.99	\$5,844,317.99	\$8,766,476.98
100% increase in current Variable A 1,416,804,364 Shares	10% Voting Dilution	141,680,436 Shares	141,680,436 Shares	141,680,436 Shares
	Funds Raised	\$3,896,211.99	\$7,792,423.98	\$11,688,625.97

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No performance rights vest or options or warrants are exercised into CDIs and underlying Shares before the date of the issue of Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- (v) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vii) The issue price is \$0.055, being the closing price of the Shares on the ASX on 8 April 2016.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) Non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) Cash consideration for exploration and development of projects in Sumatra including at the Company's Tembang Gold-Silver mine, exploration at Tembang, to assess and progress potential new opportunities and/or for general working capital. In addition, the Company may use the cash consideration for the acquisition of new assets and investments.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or Associates of a Related Party of the Company.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its last annual general meeting held on 29 May 2015.

The total number of Equity Securities issued by the Company in the 12 months preceding the date of this Annual General Meeting is 104,349,553.

The percentage those Equity Securities represent of the total number of Equity Securities on issue at the commencement of that 12 month period is 16%. The table at Annexure A details all issues of Equity Securities by the Company during the 12 months preceding the date of this Notice as required by Listing Rule 7.3A.

- (g) A voting exclusion statement is included in the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in an issue of Equity Securities pursuant to the Resolution. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

3.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

4. Resolution 4 – Authority to allot

This Resolution gives the Directors the authority to allot Shares, or grant rights over Shares, up to an aggregate nominal amount equal to £5,500,000 representing 550,000,000 Shares of £0.01 each. This amount represents approximately 77% of the issued ordinary share capital of the Company as at 8 April 2016, the latest practical date prior to the publication of this Notice.

The authority sought under Resolution 4 will expire at the conclusion of the annual general meeting of the Company to be held in 2017.

4.1 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

5. Resolution 5 – Disapplication of pre-emption rights

The Directors also require additional authority from Shareholders to allot Shares or grant rights over Shares where they propose to do so for cash and otherwise than to existing Shareholders in proportion to their existing holdings. Accordingly, Resolution 5 is proposed as a special resolution to grant such authority. The disapplication of pre-emption rights will apply to the issue of Shares up to an aggregate amount of 550,000,000 Shares being approximately 77% of the issued ordinary share capital of the Company as at 8 April 2016, the latest practical date prior to the printing of this Notice.

The authority sought under Resolution 5 will expire at the conclusion of the annual general meeting of the Company to be held in 2017.

5.1 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

6. Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

£	British Pounds Sterling.
\$ or A\$	Australian Dollars.
10% Placement Facility	The facility to issue Equity Securities under Listing Rule 7.1A.
Annual General Meeting or Meeting	Annual general meeting of Shareholders or any meeting adjourned thereof, convened by the Notice.
Annual Report	The Company's annual report, including the reports of the Directors and the Auditor and the Financial Statements of the Company for the year ended 31 December 2015, which can be downloaded from the Company's website at www.sumatracoppergold.com .
Associate	Has the meaning given to it by Division 2 of Part 1 of the Corporations Act.
ASX	ASX Limited and its Related Bodies Corporate, or the financial market known as the Australian Securities Exchange, as the context requires.
Board	The board of Directors of the Company.
CDI	CHESS Depository Interest in respect of a Share.
CDI Holder	A holder of CDIs.
CDI Voting Instruction Form	The CDI voting instruction form accompanying this Notice of Meeting.
Companies Act	Companies Act 2006 (UK).
Company or Sumatra	Sumatra Copper & Gold plc, being a company registered in England and Wales with registered number 5777015, ABN 14 136 694 267 in Australia and registered address of 39 Parkside, Cambridge CB1 1PN United Kingdom.
Company Secretary	The company secretary of the Company at the time of the Annual General Meeting, Mr Mark Satterly or Ms Susan Hunter.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Securities	Has the same meaning as in the Listing Rules.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of Annual General Meeting.
Glossary	This glossary of terms.
Incentive Plan	The Sumatra Copper & Gold plc Incentive Plan approved by Shareholders at the annual general meeting held on 29 May 2015.
Listing Rules	The listing rules of ASX.
Member	A person entered in the register as a member of the Company.
Notice or Notice of Meeting	The notice of Annual General Meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a CDI.

Performance Right	A right to subscribe for or otherwise acquire a CDI on the terms set out in the offer of the rights.
Proxy Form	The proxy form accompanying this Notice of Meeting
Related Party	Has the same meaning as given to that term in section 228 of the Corporations Act.
Resolution	A resolution set out in the Notice.
Securities	Has the same meaning as in the Listing Rules.
Share	Fully paid ordinary share in the capital of the Company.
Shareholder	A holder of Shares.
Trading Day	A day determined by ASX to be a trading day in accordance with the Listing Rules.
US\$	US Dollars.
VWAP	Volume weighted average price as that term is defined in the Listing Rules.
WST	Western Standard Time, Perth, Australia.

ANNEXURE A

ISSUES OF EQUITY SECURITIES BY THE COMPANY OVER THE LAST 12 MONTHS

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price¹	Total Cash Consideration²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
26/6/15	7,500,000 Performance Rights (Market Based) 7,500,000 Performance Rights (Project Based)	Performance Rights issued in accordance with the Company's Incentive Plan.	Issued to Executive Director Adi Sjoekri and Managing Director David Fowler. Issue of performance rights to two Directors pursuant to the terms and conditions of the Incentive Plan as approved by shareholders on 29 May 2015.	N/A - issued pursuant to the terms of the Incentive Plan. The performance rights are not quoted on a trading platform.	N/A – The issue of performance rights did not raise any cash and were issued to Directors of the Company in accordance with the terms and conditions of the Incentive Plan as approved by shareholders on 29 May 2015.	N/A	N/A	N/A	N/A
30/6/15	710,000	CDIs. The CDIs issued rank equally with existing quoted CDIs.	A Shareholder of the Company. Issue of CDIs on conversion of unquoted fully paid ordinary shares to CDIs quoted on ASX.	N/A – the issue of CDIs was on conversion of unquoted fully paid ordinary shares to CDIs quoted on ASX.	N/A – issued on conversion of unquoted fully paid ordinary shares to CDIs quoted on ASX. No funds were raised from the issue.	N/A	N/A	N/A	N/A
7/8/15	34,148,342	CDIs and underlying Shares.	Issue of CDIs and warrants (see below) to professional and	Issue price - \$0.05 Market price -	\$1,707,417.10	\$1,707,417.10- the funds raised were used in the construction and	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration ²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
		The CDIs issued rank equally with existing quoted CDIs.	sophisticated investors as announced to ASX on 3 August 2015. The funds raised from the placement will be used for the purposes of the construction and development of the Company's Tembang Gold-Silver Project, associated working capital requirements and extensional exploration at Tembang.	\$0.049. Premium to market price - 2%.		development of the Company's Tembang Project and associated working capital requirements.			
7/8/15	17,074,171	Unquoted warrants – exercisable at \$0.057 each on or before 7/8/17.	Issue of CDIs (see above) and warrants to professional and sophisticated investors as announced to ASX on 3 August 2015. The funds raised from the placement will be used for the purposes of the construction and development of the Company's Tembang Gold-Silver Project,	N/A - issued as part of the placement to professional and sophisticated investors as announced to ASX on 3 August 2015. The warrants are not quoted on a trading platform.	Issued for no monetary consideration.	N/A - no cash raised.	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration ²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
			associated working capital requirements and extensional exploration at Tembang.						
22/9/15	27,844,150	Unquoted warrants—exercisable at \$0.057 each on or before 12/11/17.	Issued to Nomura Special Investments Singapore Pte Ltd under the terms of the Warrant Deed between the Company and Nomura Special Investments Singapore Pte Ltd, the terms and conditions of which are summarised in the Notice of General Meeting lodged on ASX on 16 April 2015.	N/A - issued under the terms of the Warrant Deed between the Company and Nomura Special Investments Singapore Pte Ltd. The warrants are not quoted on a trading platform.	Issued for no monetary consideration under the terms of the Warrant Deed between the Company and Nomura Special Investments Singapore Pte Ltd.	N/A - no cash raised.	N/A	N/A	N/A
24/11/15	2,022,890	CDIs and underlying Shares. The CDIs issued rank equally with existing quoted CDIs.	Issue of CDIs to Juniper Capital Partners Limited for services related to the financing as noted in the 27 October 2014 Notice of General Meeting lodged on ASX on 10 October 2014.	Deemed issue price - \$0.045 Market price - \$0.035. Premium to market price - 28%.	N/A - issue of CDIs to Juniper Capital Partners Limited for services related to the financing at a deemed issue price of \$0.045 per CDI.	N/A - no cash raised.	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration ²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
23/12/15	2,000,000	Issue of Convertible Notes on the terms and conditions contained in the Notice of General Meeting released to ASX on 22 December 2015.	Issued to Provident Minerals Pte Ltd as detailed in the ASX announcement made on 16 December 2015.	The Convertible Notes were issued at a face value of US\$2 million. N/A – Convertible Notes are not quoted on a trading platform.	US\$2 million	US\$2 million. The proceeds from the issue of the convertible notes was used by the Company to provide additional working capital to fund operating costs, underground and open pit development capital and administration costs.	N/A	N/A	N/A
25/1/16 – 2,500,000 Notes; and 28/1/16 – 500,000 Notes.	3,000,000	Convertible Notes on the terms and conditions contained in the Notice of General Meeting released to ASX on 22 December 2015.	500,000 Notes were issued to Provident Minerals Pte Ltd and 2,500,000 Notes were issued to a nominee of Provident Minerals Pte Ltd.	The Convertible Notes were issued at a face value of US\$3 million. N/A – Convertible Notes are not quoted on a trading platform.	US\$3 million	US\$500,000 was used to repay US\$500,000 drawn down under the working capital facility with Provident Minerals Pte Ltd and US\$2.5 million was used by the Company to provide additional working capital to fund operating	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration ²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
						costs, underground and open pit development capital and administration costs.			
18/2/16	2,550,000	CDIs and underlying Shares. The CDIs issued rank equally with existing quoted CDIs.	Issue of CDIs as part of contracted employee bonus payments to four employees in regards to construction and commissioning of the Tembang Project.	Deemed issue price - \$0.05 Market price - \$0.063. Discount to market price - 21%.	N/A - issue of CDIs as part of contracted employee bonus payments. No funds were raised from this issue.	N/A - no cash raised.	N/A	N/A	N/A

NOTES -

¹ Market price is the closing price on the trading platform, excluding special crossings, overnight sales and ETO exercises.

² Number of Equity Securities issued multiplied by the issue price less costs of the issue.

SUMATRA COPPER & GOLD PLC
Registered number 5777015 (England and Wales)/ABN 14 136 694 267 (Australia)
PROXY FORM

I/We (name of Shareholder)
of (address)

being a member/members of Sumatra Copper & Gold plc hereby appoint:

(name).....
of (address)

and/or failing him/her (name)
of (address)

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit at the Annual General Meeting of the Company to be held at the offices of Sumatra Copper & Gold plc Level 1, 5 Ord Street, West Perth, Western Australia at 10.00am (WST) on Thursday, 26 May 2016 and at any adjournment of the Annual General Meeting.

Important Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my proxy by default) and I/we have not specified the way he/she is to vote on a resolution, I/we acknowledge that the Chairman may exercise my proxy in accordance with his/her stated intention.

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of all Resolutions.

Should you wish to direct the proxy how to vote, you should place a cross in the appropriate boxes below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Resolution 1	Receipt of financial statements and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Stephen Robinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Authority to allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

This Proxy is appointed to represent _____% of my voting right, or if two proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my/our total votes.

My/our total voting right is _____ shares.

Signed By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director

Contact Details:

Name

Email address/Telephone number

INSTRUCTIONS FOR COMPLETING THE PROXY FORM

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):** The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by each of the joint Shareholders, personally or by a duly authorised attorney.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to 39 Parkside, Cambridge CB1 1PN United Kingdom; or
 - (b) facsimile to +61 8 9323 2033; or
 - (c) hand deliver to Computershare Investor Services Pty Limited, Level 11, 172 St Georges Terrace, Perth WA 6000.

Please note that the Proxy Forms must be received by the Company an address given below not later than 10.00am (WST) on 24 May 2016 being not later than 48 hours before the commencement of the General Meeting.

Proxy Forms received later than this time will be invalid.

SUMATRA

COPPER & GOLD

Sumatra Copper & Gold plc

ABN 14 136 694 267

SUM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

  **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

CDI Voting Instruction Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10.00am (WST) Monday, 23 May 2016**

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one Share, so that every 1 (one) CDI registered in your name at 23 May 2016 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

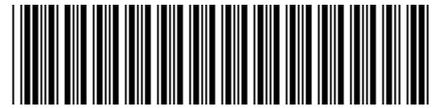
Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE 
or turn over to complete the form

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees Pty Ltd will vote as directed

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Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Sumatra Copper & Gold plc hereby direct CHESSE Depository Nominees Pty Ltd to vote the Shares underlying my/our holding at the Annual General Meeting of Sumatra Copper & Gold plc to be held at the offices of Sumatra Copper & Gold plc, Level 1, 5 Ord Street, West Perth, Western Australia on Thursday, 26 May 2016 at 10.00am (WST) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Receipt of Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Stephen Robinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Authority to Allot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Disapplication of Pre-emption Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

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Computershare